

REGISTRATION NO. 24024 FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 21, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Rider BNAR 1), dated as of April 2, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146

A description of the railroad equipment covered by the enclosed document is:

250 railcars within the series AEX 7795 – AEX 8185

Mr. Vernon A. Williams
June 21, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Rider BNAR 1)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 2nd day of April 2002, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Bunge North America, Inc., a New York corporation, having its principal place of business at 11720 Borman Drive, St. Louis, Missouri 63146 (hereinafter "Lessee").

Lessor and Lessee are parties to that certain Full Service Lease Agreement dated as of April 2, 2002 (the "Lease") and Rider #200101-BNAR1 dated as of April 2, 2002 (the "Rider"), whereby Lessor leases to Lessee two hundred fifty (250) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for a term ending April 30, 2012, which term may be renewed, at Lessee's option, in accordance with the provisions of the Rider.

This Memorandum of Lease may be executed in counterparts.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR: THE ANDERSONS, INC.

By: Rasesh H. Shah
Title: President, Rail Group

STATE OF Ohio)
COUNTY OF Lucas) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 3rd day of April 2002.

Elizabeth J. Hall
Notary Public

My Commission Expires On: _____

ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date.
Section 147.03 O.R.C.



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SURFACE TRANSPORTATION BOARD

LESSEE: BUNGE NORTH AMERICA, INC.

By: *Darrell Wallace*
Title: Vice President

STATE OF MISSOURI)
) SS:
COUNTY OF ST. LOUIS)

On this 2nd day of April 2002, before me personally appeared Darrell R. Wallace, to me personally known, who being duly sworn, says that he is a Vice President of Bunge North America, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Noelle Lurk
Notary Public

My Commission Expires On: 4/16/04

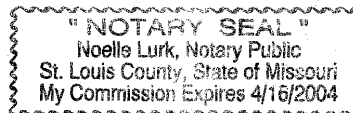


EXHIBIT A

	New Car Number		Old Car Number	
1	AEX	7795	NPCX	7153
2	AEX	7796	NPCX	7154
3	AEX	7797	NPCX	7155
4	AEX	7798	NPCX	7156
5	AEX	7799	NPCX	7157
6	AEX	7800	NPCX	7158
7	AEX	7803	NPCX	7161
8	AEX	7805	NPCX	7163
9	AEX	7808	NPCX	7166
10	AEX	7810	NPCX	7168
11	AEX	7811	NPCX	7169
12	AEX	7813	NPCX	7171
13	AEX	7817	NPCX	7175
14	AEX	7818	NPCX	7176
15	AEX	7819	NPCX	7177
16	AEX	7820	NPCX	7178
17	AEX	7821	NPCX	7179
18	AEX	7822	NPCX	7180
19	AEX	7823	NPCX	7181
20	AEX	7824	NPCX	7182
21	AEX	7826	NPCX	7184
22	AEX	7827	NPCX	7185
23	AEX	7828	NPCX	7186
24	AEX	7830	NPCX	7188
25	AEX	7831	NPCX	7189
26	AEX	7832	NPCX	7190
27	AEX	7834	NPCX	7192
28	AEX	7836	NPCX	7194
29	AEX	7837	NPCX	7195
30	AEX	7838	NPCX	7196
31	AEX	7839	NPCX	7197
32	AEX	7840	NPCX	7198
33	AEX	7843	NPCX	7201
34	AEX	7847	NPCX	7205
35	AEX	7848	NPCX	7206
36	AEX	7849	NPCX	7207
37	AEX	7850	NPCX	7208
38	AEX	7852	NPCX	7210
39	AEX	7854	NPCX	7212
40	AEX	7855	NPCX	7213
41	AEX	7857	NPCX	7215
42	AEX	7858	NPCX	7216
43	AEX	7859	NPCX	7217
44	AEX	7860	NPCX	7218
45	AEX	7861	NPCX	7219
46	AEX	7862	NPCX	7220
47	AEX	7863	NPCX	7221
48	AEX	7864	NPCX	7222
49	AEX	7865	NPCX	7223
50	AEX	7867	NPCX	7225

	New Car Number		Old Car Number	
51	AEX	7869	NPCX	7227
52	AEX	7870	NPCX	7228
53	AEX	7874	NPCX	7232
54	AEX	7877	NPCX	7235
55	AEX	7879	NPCX	7237
56	AEX	7880	NPCX	7238
57	AEX	7882	NPCX	7240
58	AEX	7883	NPCX	7241
59	AEX	7884	NPCX	7242
60	AEX	7885	NPCX	7243
61	AEX	7886	NPCX	7244
62	AEX	7888	NPCX	7246
63	AEX	7889	NPCX	7247
64	AEX	7890	NPCX	7248
65	AEX	7891	NPCX	7249
66	AEX	7892	NPCX	7250
67	AEX	7894	NPCX	7252
68	AEX	7895	NPCX	7253
69	AEX	7896	NPCX	7254
70	AEX	7897	NPCX	7255
71	AEX	7899	NPCX	7257
72	AEX	7900	NPCX	7258
73	AEX	7902	NPCX	7260
74	AEX	7904	NPCX	7262
75	AEX	7906	NPCX	7264
76	AEX	7907	NPCX	7265
77	AEX	7909	NPCX	7267
78	AEX	7912	NPCX	7270
79	AEX	7914	NPCX	7272
80	AEX	7915	NPCX	7273
81	AEX	7916	NPCX	7274
82	AEX	7917	NPCX	7275
83	AEX	7918	NPCX	7276
84	AEX	7921	NPCX	7279
85	AEX	7925	NPCX	7283
86	AEX	7926	NPCX	7284
87	AEX	7927	NPCX	7285
88	AEX	7930	NPCX	7289
89	AEX	7935	NPCX	7294
90	AEX	7936	NPCX	7295
91	AEX	7937	NPCX	7296
92	AEX	7938	NPCX	7297
93	AEX	7940	NPCX	7299
94	AEX	7941	NPCX	7300
95	AEX	7942	NPCX	7301
96	AEX	7943	NPCX	7302
97	AEX	7944	NPCX	7303
98	AEX	7945	NPCX	7304
99	AEX	7950	NPCX	7309
100	AEX	7952	NPCX	7311

	New Car Number		Old Car Number	
101	AEX	7953	NPCX	7312
102	AEX	7955	NPCX	7314
103	AEX	7956	NPCX	7315
104	AEX	7957	NPCX	7316
105	AEX	7958	NPCX	7317
106	AEX	7960	NPCX	7319
107	AEX	7961	NPCX	7320
108	AEX	7963	NPCX	7322
109	AEX	7965	NPCX	7324
110	AEX	7966	NPCX	7325
111	AEX	7967	NPCX	7326
112	AEX	7968	NPCX	7327
113	AEX	7970	NPCX	7329
114	AEX	7972	NPCX	7331
115	AEX	7974	NPCX	7333
116	AEX	7975	NPCX	7334
117	AEX	7976	NPCX	7335
118	AEX	7977	NPCX	7336
119	AEX	7978	NPCX	7337
120	AEX	7979	NPCX	7338
121	AEX	7980	NPCX	7339
122	AEX	7981	NPCX	7340
123	AEX	7984	NPCX	7344
124	AEX	7986	NPCX	7346
125	AEX	7987	NPCX	7347
126	AEX	7988	NPCX	7348
127	AEX	7989	NPCX	7349
128	AEX	7990	NPCX	7350
129	AEX	7992	NPCX	7352
130	AEX	7993	NPCX	7353
131	AEX	7994	NPCX	7354
132	AEX	7997	NPCX	7357
133	AEX	7998	NPCX	7358
134	AEX	8002	NPCX	7362
135	AEX	8006	NPCX	7366
136	AEX	8007	NPCX	7367
137	AEX	8008	NPCX	7368
138	AEX	8010	NPCX	7370
139	AEX	8012	NPCX	7372
140	AEX	8014	NPCX	7374
141	AEX	8017	NPCX	7377
142	AEX	8019	NPCX	7379
143	AEX	8022	NPCX	7382
144	AEX	8024	NPCX	7384
145	AEX	8026	NPCX	7386
146	AEX	8027	NPCX	7387
147	AEX	8028	NPCX	7388
148	AEX	8029	NPCX	7389
149	AEX	8031	NPCX	7391
150	AEX	8032	NPCX	7392

	New Car Number	Old Car Number		New Car Number	Old Car Number
151	AEX 8033	NPCX 7393	201	AEX 8111	NPCX 7472
152	AEX 8036	NPCX 7396	202	AEX 8112	NPCX 7473
153	AEX 8037	NPCX 7397	203	AEX 8113	NPCX 7474
154	AEX 8041	NPCX 7401	204	AEX 8114	NPCX 7475
155	AEX 8042	NPCX 7402	205	AEX 8115	NPCX 7476
156	AEX 8043	NPCX 7403	206	AEX 8116	NPCX 7477
157	AEX 8046	NPCX 7406	207	AEX 8117	NPCX 7478
158	AEX 8048	NPCX 7408	208	AEX 8119	NPCX 7480
159	AEX 8049	NPCX 7409	209	AEX 8120	NPCX 7481
160	AEX 8050	NPCX 7410	210	AEX 8121	NPCX 7482
161	AEX 8051	NPCX 7411	211	AEX 8128	NPCX 7489
162	AEX 8052	NPCX 7412	212	AEX 8129	NPCX 7490
163	AEX 8053	NPCX 7413	213	AEX 8131	NPCX 7492
164	AEX 8056	NPCX 7416	214	AEX 8132	NPCX 7493
165	AEX 8057	NPCX 7417	215	AEX 8134	NPCX 7495
166	AEX 8059	NPCX 7419	216	AEX 8136	NPCX 7497
167	AEX 8060	NPCX 7420	217	AEX 8137	NPCX 7498
168	AEX 8062	NPCX 7422	218	AEX 8138	NPCX 7500
169	AEX 8063	NPCX 7423	219	AEX 8140	NPCX 7502
170	AEX 8064	NPCX 7425	220	AEX 8141	NPCX 7503
171	AEX 8065	NPCX 7426	221	AEX 8143	NPCX 7505
172	AEX 8068	NPCX 7429	222	AEX 8144	NPCX 7506
173	AEX 8069	NPCX 7430	223	AEX 8145	NPCX 7507
174	AEX 8070	NPCX 7431	224	AEX 8150	NPCX 7513
175	AEX 8071	NPCX 7432	225	AEX 8151	NPCX 7514
176	AEX 8072	NPCX 7433	226	AEX 8153	NPCX 7516
177	AEX 8073	NPCX 7434	227	AEX 8154	NPCX 7511
178	AEX 8074	NPCX 7435	228	AEX 8156	NPCX 7519
179	AEX 8075	NPCX 7438	229	AEX 8158	NPCX 7521
180	AEX 8077	NPCX 7438	230	AEX 8160	NPCX 7523
181	AEX 8079	NPCX 7440	231	AEX 8162	NPCX 7525
182	AEX 8080	NPCX 7441	232	AEX 8163	NPCX 7526
183	AEX 8082	NPCX 7443	233	AEX 8164	NPCX 7527
184	AEX 8084	NPCX 7445	234	AEX 8165	NPCX 7528
185	AEX 8085	NPCX 7446	235	AEX 8167	NPCX 7530
186	AEX 8087	NPCX 7448	236	AEX 8168	NPCX 7531
187	AEX 8088	NPCX 7449	237	AEX 8169	NPCX 7532
188	AEX 8089	NPCX 7450	238	AEX 8170	NPCX 7533
189	AEX 8091	NPCX 7452	239	AEX 8171	NPCX 7534
190	AEX 8092	NPCX 7453	240	AEX 8172	NPCX 7535
191	AEX 8095	NPCX 7456	241	AEX 8173	NPCX 7536
192	AEX 8097	NPCX 7459	242	AEX 8174	NPCX 7537
193	AEX 8100	NPCX 7461	243	AEX 8175	NPCX 7538
194	AEX 8102	NPCX 7463	244	AEX 8176	NPCX 7539
195	AEX 8103	NPCX 7464	245	AEX 8177	NPCX 7540
196	AEX 8104	NPCX 7465	246	AEX 8178	NPCX 7541
197	AEX 8105	NPCX 7466	247	AEX 8179	NPCX 7542
198	AEX 8108	NPCX 7469	248	AEX 8181	NPCX 7544
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200	AEX 8110	NPCX 7471	250	AEX 8185	NPCX 7546